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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
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DATE FILED: 9/6/12

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

- against -

ICP ASSET MANAGEMENT, LLC, ICP
SECURITIES, LLC, INSTITUTIONAL CREDIT
PARTNERS, LLC, and THOMAS C. PRIORE,

Defendants,

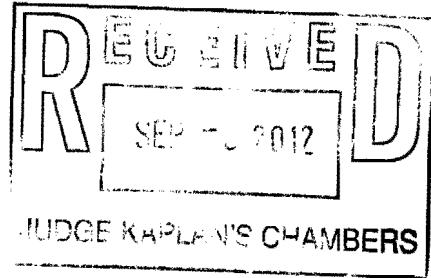
- and -

THOMAS C. PRIORE, LORI A. PRIORE, and
BERTRAND H. SMYERS,

Defendants and
Relief Defendants.

No. 10 Civ. 4791 (LAK) (JCF)
ECF Case

**STIPULATION AND ORDER
OF DISMISSAL**



WHEREAS the Securities and Exchange Commission ("SEC") asserted claims under the federal securities laws and rules promulgated thereunder against defendant Thomas Priore;

WHEREAS, based on Priore's transfer of certain assets in March 2010, the SEC asserted claims for fraudulent conveyance and unjust enrichment against defendants Priore, Lori Priore, and Bertrand Smyers;

WHEREAS the SEC has reached a settlement with defendant Priore on the SEC's claims against him under the federal securities laws and rules promulgated thereunder;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between
the undersigned counsel for the parties, that the SEC's fraudulent conveyance and unjust

enrichment claims (Claims 10 through 15 of the Amended Complaint, DE #54) are dismissed without prejudice.

Dated: August 29, 2012

SECURITIES AND EXCHANGE
COMMISSION

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Counsel to defendant Bertrand H. Smyers

So Ordered, Sept 5, 2012

Lewis A. Kaplan
Hon. Lewis A. Kaplan
United States District Court Judge